

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re:

CASH CLOUD, INC.¹

Debtor.

Chapter 11

Case No. 23-10423 (MKN)

SUPPLEMENTAL CERTIFICATE OF SERVICE

I, Monica Arellano, depose and say that I am employed by Stretto, the claims and noticing agent for the Debtor in the above-captioned case.

On or before July 8, 2023, Stretto in accordance with USPS forwarding instructions served the following document via first-class mail on the service list attached hereto as **Exhibit A**:

- **Notice of Filing *Amended* Motion for Order: (A) Confirming Auction Results; (B) Approving the Sale of Certain of Debtor's Assets to Heller Capital Group, LLC, and Genesis Coin, Inc., Free and Clear of Liens Claims, Encumbrances, and Other Interests; (C) Authorizing the Assumption and Assignment of Certain of the Debtor's Executory Contracts and Unexpired Leases Related Thereto; and (D) Granting Related Relief (Docket No. 731)**

Furthermore, on or before July 10, 2023, Stretto in accordance with USPS forwarding instructions served the following documents via first-class mail on the service list attached hereto as **Exhibit B**:

- **Notice of Filing Emergency Motion for Order Authorizing Debtor's Entry Into Interim Management Services Agreement Pending Approval Of Sale of Debtor's Assets [ECF No.710] and Related Pleadings (attached as Exhibit C)**
- **Notice of Filing Amended Motion For Order: (A) Confirming Auction Results; (B) Approving the Sale of Certain Of Debtor's Assets to Heller Capital Group, LLC, and Genesis Coin, Inc., Free And Clear of Liens Claims, Encumbrances, and Other Interests; (C) Authorizing the Assumption And Assignment of Certain of the Debtor's Executory Contracts and Unexpired Leases Related Thereto; and (D) Granting Related Relief [ECF No.730];and Related Pleadings (attached as Exhibit D)**

[THIS SPACE INTENTIONALLY LEFT BLANK]

¹ The last four digits of the Debtor's federal tax identification number are 7468. The Debtor's mailing address is Two Summerlin, 10845 Griffith Peak Drive, Las Vegas, NV 89135.

Furthermore, on or before July 11, 2023, Stretto in accordance with USPS forwarding instructions served the following document via first-class mail on the service list attached hereto as **Exhibit E**:

- **Notice of Entry of Order Shortening Time and Notice of Hearing on Debtor's Motion for Order: (A) Confirming Auction Results; (B) Approving the Sale of Certain of Debtor's Assets to Heller Capital Group, LLC, and Genesis Coin, Inc., Free and Clear of Liens Claims, Encumbrances, and Other Interests; (C) Authorizing the Assumption and Assignment of Certain of the Debtor's Executory Contracts and Unexpired Leases Related Thereto; and (D) Granting Related Relief (Docket No. 725)**

Furthermore, on July 11, 2023, at my direction and under my supervision, employees of Stretto caused the following documents to be served via first-class mail on Tradewinds Market Place, Attn: Claustin Lawrence at 59 Kidder Hill Rd, Holden, ME 04429-6216, pursuant to USPS forwarding instructions:

- **Notice of Combined Hearing re: (I) Final Approval of Disclosure Statement; and (II) Confirmation of Debtor's Chapter 11 Plan of Reorganization Dated May 8, 2023 (attached hereto as **Exhibit F**)**
- **Amended Notice of Bidding Procedures and Deadlines (attached hereto as **Exhibit G**)**
- **Notice of Hearing re: Motion for Order Extending Deadline to Assume, Assume and Assign, or Reject Unexpired Nonresidential Real Property Leases Pursuant to 11 U.S.C. § 365(d)(4) (attached hereto as **Exhibit H**)**
- **[Customized] Ballot for Accepting or Rejecting Cash Cloud Inc., dba Coin Cloud's Chapter 11 Plan of Reorganization Dated May 8, 2023 For Use by Record Holders of Class 3(b) Unsecured Claims (attached hereto as **Exhibit I**)**
- **Debtor's Motion for Order Extending Deadline to Assume, Assume and Assign, or Reject Unexpired Nonresidential Real Property Leases Pursuant to 11 U.S.C. § 365(d)(4) (attached hereto as **Exhibit J**)**
- **Debtor's Disclosure Statement for Chapter 11 Plan of Reorganization Dated May 8, 2023 (Docket No. 529)**
- **Order Pursuant to 11 U.S.C. § 105(d)(2)(b)(vi), Fed. R. Bankr. P. 3017.1 and Local Rule 3017 Implementing Expedited Solicitation and Confirmation Procedures Including: (I) Conditionally Approving Disclosure Statement; (II) Setting Combined Hearing on Final Approval of Disclosure Statement and Plan Confirmation; (III) Approving (A) Form and Scope of Combined Hearing Notice, and (B) Form of Ballots; (IV) Scheduling Voting and Objection Deadlines; and (V) Granting Related Relief (Docket No. 554)**

[THIS SPACE INTENTIONALLY LEFT BLANK]

- **Postage Pre-Paid Business Reply Envelope**

Dated: July 18, 2023

/s/ Monica Arellano

Monica Arellano

STRETTO

410 Exchange, Suite 100

Irvine, CA 92602

Telephone: 800.634.7734

Email: TeamCoinCloud@stretto.com

Exhibit A



Exhibit A

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip
Matts Hydroponics	Attn: Mathew G Marcoux	350 E Main St	Ste 5	Milford	MA	01757-2835
Tykeishia Rogers		5516 Boulder Hwy	Ste 2F	Las Vegas	NV	89122-6000

Exhibit B

**Exhibit B**

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip
Blake Skinner		140 Teal Park Ln		Madison	AL	35758-7215
FT Investment Properties LLC	Attn: Babir Sultan	6501 Main St		Grandview	MO	64030-5401
Gizmos Mini Mart LLC	Attn: Hanif Brown	200 W Liberty St	Ste 1700	Louisville	KY	40202-2472
Leonard A Basili		328 Monarch Ln		Pensacola	FL	32503-7552
Matts Hydroponics	Attn: Mathew G Marcoux	350 E Main St	Ste 5	Milford	MA	01757-2835
Rosa Estela		7740 183A Toll Rd	Apt 527	Leander	TX	78641-1550
The Shop, Guns & Pawn	Attn: Rick Ringer	15169 Brock Dr		Crocker	MO	65452-7134
Tykeishia Rogers		5516 Boulder Hwy	Ste 2F	Las Vegas	NV	89122-6000

Exhibit C

BRETT A. AXELROD, NVB 5859
NICHOLAS A. KOFFROTH, NVB 16264
ZACHARY T. WILLIAMS, NVB 16023
FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Telephone: (702) 262-6899
Facsimile: (702) 597-5503
Email: baxelrod@foxrothschild.com
nkoffroth@foxrothschild.com
zwilliams@foxrothschild.com
Counsel for Debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**NOTICE OF FILING EMERGENCY
MOTION FOR ORDER AUTHORIZING
DEBTOR'S ENTRY INTO INTERIM
MANAGEMENT SERVICES
AGREEMENT PENDING APPROVAL OF
SALE OF DEBTOR'S ASSETS [ECF NO.
710] AND RELATED PLEADINGS**

Hearing Date: June 28, 2023
Hearing Time: 10:30 a.m.

PLEASE TAKE NOTICE that the Debtor has filed the following documents:

1. *Emergency Motion For Order Authorizing Debtor's Entry Into Interim Management Services Agreement Pending Approval Of Sale Of Debtor's Assets* [ECF No. 710] (the IMSA Motion);
2. *Declaration of Daniel Ayala* [ECF No. 711] in support of the IMSA Motion;
3. *Notice of Entry of Order Shortening Time and Notice of Hearing* on the ISMA Motion [ECF No. 726];
4. Errata to the ISMA Motion and Declaration of Daniel Ayala [ECF No. 729]; and
5. *Notice of Filing of: (1) Revised Exhibit 1 to the Declaration of Daniel Ayala filed in Support of Debtor's Emergency Motion For Order Authorizing Debtor's Entry Into Interim Management Services Agreement Pending Approval Of Sale Of Debtor's Assets* [ECF 711]; and (2) *Revised Exhibit A to Debtor's Emergency Motion For Order Authorizing Debtor's Entry Into Interim Management Services Agreement Pending Approval Of Sale Of Debtor's Assets* [ECF 710] [ECF No. 750].

A copy of the foregoing documents is available at the website for the Debtor's claims agent, Stretto, Inc., at <https://cases.stretto.com/CashCloud>. Additionally, copies are available from Fox Rothschild LLP (at the address above) upon request.

Exhibit D

BRETT A. AXELROD, NVB 5859
 NICHOLAS A. KOFFROTH, NVB 16264
 ZACHARY T. WILLIAMS, NVB 16023
FOX ROTHSCHILD LLP
 1980 Festival Plaza Drive, Suite 700
 Las Vegas, Nevada 89135
 Tele: (702) 262-6899/Fax: (702) 597-5503
 Email: baxelrod@foxrothschild.com
 nkoffroth@foxrothschild.com
 zwilliams@foxrothschild.com
Counsel for Debtor

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re

CASH CLOUD, INC.,
 dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

NOTICE OF FILING *AMENDED* MOTION FOR ORDER: (A) CONFIRMING AUCTION RESULTS; (B) APPROVING THE SALE OF CERTAIN OF DEBTOR'S ASSETS TO HELLER CAPITAL GROUP, LLC, AND GENESIS COIN, INC., FREE AND CLEAR OF LIENS CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS; (C) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN OF THE DEBTOR'S EXECUTORY CONTRACTS AND UNEXPIRED LEASES RELATED THERETO; AND (D) GRANTING RELATED RELIEF [ECF NO. 730];AND RELATED PLEADINGS

Hearing Date: June 28, 2023

Hearing Time: 10:30 a.m.

PLEASE TAKE NOTICE that the Debtor has filed the following documents:

1. *Motion for Order: (A) Confirming Auction Results; (B) Approving the Sale of Certain of Debtor's Assets to Heller Capital Group, LLC, and Genesis Coin, Inc., Free and Clear of Liens Claims, Encumbrances, and Other Interests; (C) Authorizing the Assumption and Assignment of Certain of the Debtor's Executory Contracts and Unexpired Leases Related Thereto; and (D) Granting Related Relief* [ECF No. 714], as amended [ECF No. 730] (the *Sale Motion*");
2. *Declaration of Daniel Ayala* [ECF No. 15], *Declaration of Daniel Moses* [ECF No. 16], *Declaration of Daryl Heller* [ECF No. 17], and *Declaration of Jorge Fernandez* [ECF No. 718] filed in support of the *Sale Motion*;
3. *Notice of Entry of Order Shortening Time and Notice of Hearing* on the *Sale Motion* [ECF No. 725];
4. *Notice of Filing Amended Sale Motion* [ECF No. 731]; and
5. *Notice of Filing of: (1) Revised **Exhibit A** Heller Asset Purchase Agreement and revised **Exhibit B** Genesis Coin Asset Purchase Agreement to Debtor's Sale Motion* [ECF No. 749].

A copy of the foregoing documents is available at the website for the Debtor's claims agent, Stretto, Inc., at <https://cases.stretto.com/CashCloud>. Additionally, copies are available from Fox Rothschild LLP (at the address above) upon request.

FOX ROTHSCHILD LLP
 1980 Festival Plaza Drive, Suite 700
 Las Vegas, Nevada 89135
 (702) 262-6899
 (702) 597-5503 (fax)

Exhibit E



Exhibit E

Served Via First-Class Mail

Name	Attention	Address 1	Address 2	City	State	Zip
Tykeishia Rogers		5516 Boulder Hwy	Ste 2F	Las Vegas	NV	89122-6000
Yolenis Providence	Attn: Alexander Meletios	7 Maidford River Rd		Middletown	RI	02842-5694

Exhibit F

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
ZACHARY T. WILLIAMS, ESQ.
Nevada Bar No. 16023
FOX ROTHSCHILD LLP
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Email: baxelrod@foxrothschild.com
nkoffroth@foxrothschild.com
zwilliams@foxrothschild.com
Counsel for Debtor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**NOTICE OF COMBINED HEARING RE:
(I) FINAL APPROVAL OF DISCLOSURE
STATEMENT; AND
(II) CONFIRMATION OF DEBTOR'S
CHAPTER 11 PLAN OF REORGANIZATION
DATED MAY 8, 2023**

Hearing Date: June 28, 2023

Hearing Time: 10:30 a.m.

PLEASE TAKE NOTICE that on May 8, 2023, Cash Cloud, Inc. dba Coin Cloud ("Debtor"), debtor and debtor in possession in the above-captioned case (the "Chapter 11 Case"), filed an *Ex Parte Motion for Order Pursuant to 11 U.S.C. 105(d)(2)(B)(VI), Fed. R. Bankr. P. 3017.1 and Local Rule 3017 Implementing Expedited Solicitation and Confirmation Procedures Including: (I) Conditionally Approving Disclosure Statement; (II) Setting Combined Hearing on Final Approval of Disclosure Statement and Plan Confirmation; (III) Approving (A) Form and Scope of Combined Hearing Notice, and (B) Form of Ballots; (IV) Scheduling Voting and Objection Deadlines; and (V) Granting Related Relief* [Docket No. 530] (the "Motion"),¹ seeking, among other things, conditional approval of the adequacy of Debtor's *Disclosure Statement in Connection with Debtor's*

¹ Capitalized terms not defined herein shall the meanings assigned to them in the Motion.

Chapter 11 Plan of Reorganization Dated May 8, 2023 [Docket No. 529] (the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that on May 12, 2023, the United States Bankruptcy Court for the District of Nevada (the “Bankruptcy Court”) entered an *Order* granting the Motion [Docket No. 554] (the “Solicitation Order”) which, among other things, conditionally approved the Disclosure Statement and directed the Debtor to solicit votes with regard to the approval or rejection of the *Debtor’s Chapter 11 Plan of Reorganization Dated May 8, 2023* [Docket No. 528] (the “Plan”).

PLEASE TAKE FURTHER NOTICE that a combined hearing to consider the final approval of the Disclosure Statement, as well as confirmation of the Plan (the “Combined Hearing”) will commence at **10:30 a.m. prevailing Pacific Time on June 28, 2023**, before the Honorable Mike K. Nakagawa, United States Bankruptcy Judge, the Foley Federal Building, 300 Las Vegas Boulevard South, Courtroom No. 2, Las Vegas, Nevada. The Combined Hearing may be continued from time to time by announcing such continuance in open court or otherwise, without further notice to parties in interest. The Bankruptcy Court, in its discretion, may impose certain procedural rules governing the Combined Hearing.

NOTICE IS FURTHER GIVEN that the hearing will be held remotely. Parties are permitted to appear telephonically by dialing (669) 254-5252 and entering meeting ID 161 062 2560 and entering access code or passcode 029066#.

NOTICE IS FURTHER GIVEN that if you do not want the court to grant the relief sought, or if you want the court to consider your views on the Plan and Disclosure Statement, then you must file an opposition with the Bankruptcy Court, and serve a copy as instructed below.

If you object to the relief requested, you *must* file a **WRITTEN** response to this pleading with the court. You *must* also serve your written response on the person who sent you this notice.

If you do not file a written response with the court, or if you do not serve your written response on the person who sent you this notice, then:

- The court may *refuse to allow you to speak* at the scheduled hearing; and
- The court may *rule against you* without formally calling the matter at the hearing.

PLEASE TAKE FURTHER NOTICE that the deadline to file and serve objections to the final approval of the Disclosure Statement and confirmation of the Plan is **June 12, 2023 at 5:00 p.m. (Pacific Time)** (the “Objection Deadline”). Creditors and parties in interest may object to the conditionally approved Disclosure Statement as permitted by Bankruptcy Rule 3017.1 and Local Rule 3017. Any objection to the Disclosure Statement and/or to the Plan must:

- (i) be in writing;
- (ii) conform to the Bankruptcy Rules and the Local Rules;
- (iii) set forth the name of the objector, the nature and amount of claims or interests held or asserted by the objector against the Debtor’s estate or property, the basis for the objection and the specific grounds therefor, set forth all relevant facts and legal authority, and be supported by affidavits or declarations that conform to Local Rule 9014(c);
- (iv) be served via electronic mail, personal service or overnight delivery upon:
 - (a) counsel to Debtor, Fox Rothschild LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135, Attn: Brett Axelrod; (b) counsel to DIP

Lender, (i) Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131, Attn: Jordi Gusó, and (ii) Sylvester & Polednak Ltd., 1731 Village Center Circle, Las Vegas, NV 89134, Attn: Jeffrey R. Sylvester; (c) counsel to Genesis Global Holdco, LLC, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, Attn: Sean A. O'Neal and Jane VanLare; (d) counsel to Enigma Securities Limited, (i) Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019, Attn: Gary S. Lee and Andrew Kissner, and (ii) Shea Larsen, 1731 Village Center Circle, Suite 150, Las Vegas, NV 89134, Attn: James Patrick Shea; (e) counsel to the Committee of Unsecured Creditors (the "Committee"), (i) Seward & Kissel LLP, One Battery Park Plaza, New York, New York 10004, Attn: John R. Ashmead and Robert J. Gayda, and (ii) McDonald Carano Wilson LLP, 2300 W. Sahara Ave., Suite 1200, Las Vegas, NV 89102 Attn: Ryan J. Works, and (f) the Office of the United States Trustee, 300 Las Vegas Boulevard S., Suite 4300, Las Vegas, NV 89101, Attn: Jared A. Day; and

(v) be filed with the Clerk of the United States Bankruptcy Court for the District of Nevada,

in each case so as to be received no later than 5:00 p.m. (Pacific Time) on the Objection Deadline.

Any party-in-interest who fails to (a) object to the approval of the Disclosure Statement, and/or confirmation of the Plan in writing, (b) timely file such objection in compliance with the Local Rules, and (c) timely serve such objection as set forth above, shall be deemed to have waived any objection to the approval of the Disclosure Statement and/or the confirmation of the Plan.

PLEASE TAKE FURTHER NOTICE that pursuant to the Solicitation Order, the Bankruptcy Court approved the Solicitation Procedures attached as Exhibit "A" to the Solicitation Order. The Solicitation Procedures govern various important aspects of the means by which the Debtor will solicit votes on and seek confirmation of the Plan.

PLEASE TAKE FURTHER NOTICE that copies of the Plan, the Disclosure Statement, the Solicitation Order and other documents are available: (a) electronically through the Court's CM/ECF system at <http://ecf.nvb.uscourts.gov> (PACER account required); (b) electronically on the following website: <https://cases.stretto.com/CashCloud>; or (c) by contacting Debtor's counsel, Fox Rothschild, LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135; telephone: (702) 262-6899; Attn: Patricia Chlum, Paralegal, email: pchlum@foxrothschild.com.

Dated this 12th day of May, 2023.

FOX ROTHSCHILD LLP

By /s/Brett A. Axelrod
 BRETT A. AXELROD, ESQ.
 Nevada Bar No. 5859
 1980 Festival Plaza Drive, Suite 700
 Las Vegas, Nevada 89135
 Counsel for Debtor

Exhibit G

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
ZACHARY T. WILLIAMS, ESQ.
Nevada Bar No. 16023
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Email: baxelrod@foxrothschild.com
nkoffroth@foxrothschild.com
zwilliams@foxrothschild.com
Counsel for Debtor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re

CASH CLOUD, INC.,
d/b/a COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

***AMENDED NOTICE OF BIDDING
PROCEDURES AND DEADLINES***

Hearing Date: June 28, 2023

Hearing Time: 10:30 a.m. (Pacific Time)

PLEASE TAKE NOTICE THAT on April 7, 2023, Cash Cloud, Inc., d/b/a Coin Cloud (the “Debtor”), debtor and debtor in possession in the above-captioned chapter 11 case (the “Chapter 11 Case”), under chapter 11 of the United States Bankruptcy Code 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), filed *Debtor’s Motion for Entry of an Order: (A) Approving Auction and Bidding Procedures for Potential Plan Sponsors or the Purchase of Substantially All of the Debtor’s Assets; (B) Approving Form Notice to Be Provided to Interested Parties; and (C) Scheduling a Hearing to Consider Approval of the Highest and Best Transaction, Cure Objections, and Confirmation of the Proposed Toggle Plan* [Docket No. 392] (the “Motion”)¹ with the United States Bankruptcy Court for the District of Nevada (the “Court”) pursuant to Bankruptcy Code sections 105(a), 363, and 365, Bankruptcy Rules 2002, 6004, and 6006, for entry of an order: (i) approving and authorizing proposed bidding procedures to select the value-maximizing transaction (a

¹ All capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed to them in the Motion or in the Bidding Procedures, as applicable.

“Transaction”) which may include (a) sponsoring a proposed plan of reorganization (the “Reorganization Plan”) for Debtor, or (b) purchasing substantially all of Debtor’s assets pursuant to § 363 (a potential Reorganization Plan sponsor or Sale purchaser, each a “Bidder”); (ii) approving and authorizing an auction process (the “Auction”) to select the Bidder proposing the highest and best Transaction in accordance with the Bidding Procedures; (iii) approving the form and manner of notice of the bidding procedures (the “Bidding Procedures Notice”); (iv) approving the form and manner of notice of potential assumption of certain executory contracts and unexpired leases and related cure amounts (the “Cure Notice”); (v) scheduling a hearing to confirm or approve, as applicable, the Transaction and confirm Debtor’s Toggle Plan to be funded by such Transaction (the “Transaction Hearing”); and (vi) granting Debtor such other and further relief as is just and appropriate under the circumstances.

PLEASE TAKE FURTHER NOTICE THAT (a) on April 27, 2023, the Court entered an *Order Establishing Bidding Procedures and Related Deadlines* [Docket No. 483] (the “Bidding Procedures Order”), approving the bidding procedures annexed as Exhibit A thereto (the “Bidding Procedures”), authorizing Debtor to employ the Bidding Procedures, and directing Debtor to send out this Bidding Procedures Notice; and (b) on May 9, 2023, the Court entered an *Order Approving Stipulation to Extend Bid Deadline, Reschedule Auction and Move Deadlines Re: Cure Notices and Objections* [Docket No. 538] (the “Extension Order”).

PLEASE TAKE FURTHER NOTICE THAT Debtor designated the Stalking Horse and filed the Stalking Horse Bid on April 25, 2023 [Docket No. 473]. Pursuant to the Bidding Procedures Order and the Extension Order, if Debtor receives a Qualified Bid in addition to the Stalking Horse Bid by **May 30, 2023, at 5:00 p.m. (Pacific Time)** (the “Bid Deadline”), Debtor shall conduct the **Auction on June 2, 2023 commencing at 9:00 a.m. (Pacific Time)** at the offices of Fox Rothschild, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135, or at such later date and time and at such alternative location (including by remote videoconference or telephonic means noticed to the Qualified Bidders) as Debtor may determine or the Bankruptcy Court may direct. If Debtor does not receive at least one Qualified Bid (in addition to the Stalking Horse Bid) by the Bid Deadline, Debtor may not conduct the Auction.

PLEASE TAKE FURTHER NOTICE that, as set forth above, **the Bid Deadline is May 30, 2023, at 5:00 p.m. (Pacific Time)**. A Potential Bidder that desires to submit a Bid is required, under the Bidding Procedures and the Bidding Procedures Order, to deliver its Qualified Bid and all materials required in connection therewith (as fully set forth in the Bid Procedures) no later than the Bid Deadline. Any person or entity that does not submit a Bid by the Bid Deadline (as may be extended pursuant to the Bidding Procedures) shall not be permitted to participate in the Auction.

PLEASE TAKE FURTHER NOTICE that all objections to the adequacy of the Winning Bid or the Back-Up Bid must be submitted on or before **June 12, 2023, at 5:00 p.m. (Pacific Time)**.

PLEASE TAKE FURTHER NOTICE THAT on or before **June 6, 2023**, Debtor shall serve the Cure Notices upon the Counterparties to contracts and leases.

PLEASE TAKE FURTHER NOTICE THAT all Counterparties who object to the Cure Amount stated in the Cure Notice, or the ability of Debtor to assume and/or assign a contract or lease, must file such objections on or before **June 16, 2023, by 5:00 p.m. (Pacific Time)** (the “Contract Objection Deadline”).

1 PLEASE TAKE FURTHER NOTICE THAT Debtor, or any other party, shall file any
2 replies to any Contract Objections on or before **June 21, 2023, by 5:00 p.m. (Pacific Time)** (the
3 “Cure Reply Deadline”).

4 PLEASE TAKE FURTHER NOTICE THAT the Court shall conduct a hearing (the
5 “Contract Hearing”) to resolve any and all disputes as to Cure Amounts or Debtor’s assumption
6 and/assignment of any contract or lease on **June 28, 2023 at 10:30 a.m. (Pacific Time)**, at the United
7 States Bankruptcy Court, Courtroom 2, 300 Las Vegas Boulevard South, Las Vegas, Nevada, which
8 may be continued, upon Debtor’s request, to a later date.

9 PLEASE TAKE FURTHER NOTICE THAT the Court shall conduct a hearing
10 (“Transaction Hearing”) concerning approval of the Winning Bid and Back-Up Bid on **June 28, 2023,**
11 **at 10:30 a.m. (Pacific Time)**, at the United States Bankruptcy Court, Courtroom 2, 300 Las Vegas
12 Boulevard South, Las Vegas, Nevada, which may be continued, upon Debtor’s request, to a later date.

13 PLEASE TAKE FURTHER NOTICE THAT any person or entity wishing to submit a Bid
14 is urged to review the Bidding Procedures, the Bidding Procedures Order, and the Motion. Copies
15 of the Motion and the Bidding Procedures Order, including the Bidding Procedures annexed as
16 Exhibit A to the Bidding Procedures Order, may be reviewed (a) during regular Court hours at the
17 United States Bankruptcy Court, 300 Las Vegas Boulevard South, Las Vegas, Nevada,
18 (b) electronically at www.nvb.uscourts.gov, the official website for the Court, (c) on the website for
19 Debtor’s claims agent Stretto, Inc., at <https://cases.stretto.com/CashCloud>, or (d) upon written request
20 to counsel for Debtor, Fox Rothschild LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada
21 89135, Attention: Patricia Chlum, Paralegal, email: pchlum@foxrothschild.com.

22 DATED this 11th day of May 2023.

23 **FOX ROTHSCHILD LLP**

24 By: /s/Brett A. Axelrod
25 BRETT A. AXELROD, ESQ.
26 Nevada Bar No. 5859
27 NICHOLAS A. KOFFROTH, ESQ.
28 Nevada Bar No. 16264
ZACHARY T. WILLIAMS, ESQ.
Nevada Bar No. 16023
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Counsel for Debtor

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

Exhibit H

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
ZACHARY T. WILLIAMS, ESQ.
Nevada Bar No. 16023
FOX ROTHSCHILD LLP
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Email: baxelrod@foxrothschild.com
nkoffroth@foxrothschild.com
zwilliams@foxrothschild.com
Counsel for Debtor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**NOTICE OF MOTION FOR ORDER
EXTENDING DEADLINE TO ASSUME,
ASSUME AND ASSIGN, OR REJECT
UNEXPIRED NONRESIDENTIAL REAL
PROPERTY LEASES PURSUANT TO 11.
U.S. C. § 365(D)(4)**

Hearing Date: June 5, 2023
Hearing Time: 10:30 a.m.

PLEASE TAKE NOTICE that on May 8, 2023, Cash Cloud, Inc. dba Coin Cloud (“Debtor”), debtor and debtor in possession in the above-captioned case (the “Chapter 11 Case”), filed a *Motion for Order Extending Deadline to Assume, Assume and Assign, or Reject Unexpired Nonresidential Real Property Leases Pursuant to 11. U.S. C. § 365(d)(4)* [Docket No. 534] (the “Motion”).¹

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion will be held at **10:30 a.m. prevailing Pacific Time on June 5, 2023**, before the Honorable Mike K. Nakagawa, United States Bankruptcy Judge, the Foley Federal Building, 300 Las Vegas Boulevard South, Courtroom No. 2, Las Vegas, Nevada.

¹ Capitalized terms not defined herein shall the meanings assigned to them in the Motion.

NOTICE IS FURTHER GIVEN that the hearing will be held remotely. Parties are permitted to appear telephonically by dialing (669) 254-5252 and entering meeting ID 161 062 2560 and entering access code or passcode 029066#.

NOTICE IS FURTHER GIVEN that if you do not want the court to grant the relief sought, or if you want the court to consider your views on the Motion, then you must file an opposition with the Bankruptcy Court, and serve a copy as instructed below.

If you object to the relief requested, you *must* file a **WRITTEN** response to this pleading with the court. You *must* also serve your written response on the person who sent you this notice.

If you do not file a written response with the court, or if you do not serve your written response on the person who sent you this notice, then:

- The court may *refuse to allow you to speak* at the scheduled hearing; and
- The court may *rule against you* without formally calling the matter at the hearing.

PLEASE TAKE FURTHER NOTICE that the deadline to file and serve objections to the Motion is **May 31, 2023** (the “Objection Deadline”). Any objection to the Motion must: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Local Rules; (iii) set forth the name of the objector, the nature and amount of claims or interests held or asserted by the objector against the Debtor’s estate or property, the basis for the objection and the specific grounds therefor, set forth all relevant facts and legal authority, and be supported by affidavits or declarations that conform to Local Rule 9014(c); (iv) be served via electronic mail, personal service or overnight delivery upon: (a) counsel to Debtor, Fox Rothschild LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135, Attn: Brett Axelrod; (b) counsel to the Committee of Unsecured Creditors, (i) Seward & Kissel LLP, One Battery Park Plaza, New York, New York 10004, Attn: John R. Ashmead and Robert J. Gayda, and (ii) McDonald Carano Wilson LLP, 2300 W. Sahara Ave., Suite 1200, Las Vegas, NV 89102 Attn: Ryan J. Works, and (c) the Office of the United States Trustee, 300 Las Vegas Boulevard S., Suite 4300, Las Vegas, NV 89101, Attn: Jared A. Day; and (v) be filed with the Clerk of the United States Bankruptcy Court for the District of Nevada, in each case so as to be received no later than the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that copies of the Motion and supporting pleadings are available: (a) electronically through the Court’s CM/ECF system at <http://ecf.nvb.uscourts.gov> (PACER account required); (b) electronically on the following website: <https://cases.stretto.com/CashCloud>; or (c) by contacting Debtor’s counsel, Fox Rothschild, LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135; telephone: (702) 262-6899; Attn: Patricia Chlum, Paralegal, email: pchlum@foxrothschild.com.

Dated this 11th day of May, 2023.

FOX ROTHSCHILD LLP

By /s/Brett A. Axelrod
 BRETT A. AXELROD, ESQ.
 Nevada Bar No. 5859
 1980 Festival Plaza Drive, Suite 700
 Las Vegas, Nevada 89135
 Counsel for Debtor

FOX ROTHSCHILD LLP
 1980 Festival Plaza Drive, Suite 700
 Las Vegas, Nevada 89135
 (702) 262-6899
 (702) 597-5503 (fax)

Exhibit I

**BALLOT FOR ACCEPTING OR REJECTING
CASH CLOUD, INC., dba COIN CLOUD'S
CHAPTER 11 PLAN OF REORGANIZATION
DATED MAY 8, 2023**

For Use by Record Holders of Class 3(b) General Unsecured Claims

**DEADLINE FOR RECEIPT OF BALLOTS:
JUNE 12, 2023
5:00 P.M. PACIFIC STANDARD TIME**

Cash Cloud, Inc. dba Coin Cloud ("Debtor"), debtor and debtor in possession in the above-captioned case (the "Chapter 11 Case"), has proposed *Debtor's Chapter 11 Plan of Reorganization Dated May 8, 2023* (the "Plan"), and its *Disclosure Statement* prepared in connection with the Plan (the "Disclosure Statement").¹ The Disclosure Statement provides information to assist you in deciding how to vote your ballot.

Debtor has filed a petition for relief under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), commencing Chapter 11 Case No. 23-10423-mkn, pending before the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court").

The Plan referred to in this Ballot and transmitted concurrently herewith, can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount, and more than one-half in number, of the claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and it otherwise satisfies the requirements of Bankruptcy Code section 1129.

To have your vote count, you must fully complete the Ballot in accordance with the instructions and return this Ballot by the deadline indicated above. Before casting your vote, please refer to the Disclosure Statement and the Plan, both of which are transmitted concurrently herewith. If you do not have a Disclosure Statement or Plan, you may obtain a copy by either: (a) downloading it from the website maintained by Debtor's Balloting Agent, Stretto Inc. ("Stretto"), at <https://cases.stretto.com/CashCloud>; or (b) written request via (i) email to CashCloudBallot@stretto.com, or (ii) first class mail, overnight delivery or hand delivery to the following address: Cash Cloud, Inc. (DBA Coin Cloud) Balloting c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602.

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 3(b) under the Plan. If you hold claims

¹ Capitalized terms not defined herein have the meanings assigned to them in the Disclosure Statement.

or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Stretto on or before **5:00 p.m. Pacific Time on June 12, 2023**, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. You may submit your ballot by: (a) uploading it on the “File a Ballot” tab on the Stretto Website at <https://cases.stretto.com/CashCloud>; (b) email to CashCloudBallot@stretto.com; or (c) first class mail, overnight delivery or hand delivery to the following address: Cash Cloud, Inc. (DBA Coin Cloud) Balloting c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602. If you need additional copies of the Ballot, you should send your written request for a Ballot: (a) by email to CashCloudBallot@stretto.com; or (b) by first class mail, overnight delivery or hand delivery to the following address: Cash Cloud, Inc. (DBA Coin Cloud) Balloting c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602.

If your Ballot is damaged, if you need additional Ballots, or if you have any questions concerning voting procedures, please write: (a) by email to CashCloudBallot@stretto.com; or (b) by first class mail, overnight delivery or hand delivery to the following address: Cash Cloud, Inc. (DBA Coin Cloud) Balloting c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602.

Each Ballot votes only your Claims marked on the Ballot. You must vote a separate Ballot for each Class of Claims you hold. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class ***only*** if you fill out and return the Ballot for that Class in accordance with the instructions set forth in this Ballot. If a Ballot is not completed in its entirety so that all the required information and signatures are provided, the Ballot will not be counted.

For further information, see the *Order Pursuant to 11 U.S.C. 105(d)(2)(B)(VI), Fed. R. Bankr. P. 3017.1 and Local Rule 3017 Implementing Expedited Solicitation and Confirmation Procedures Including: (I) Conditionally Approving Disclosure Statement; (II) Setting Combined Hearing on Final Approval of Disclosure Statement and Plan Confirmation; (III) Approving (A) Form and Scope of Combined Hearing Notice, and (B) Form of Ballots; (IV) Scheduling Voting and Objection Deadlines; and (V) Granting Related Relief* [Docket No. 554], available for download free of charge on <https://cases.stretto.com/CashCloud>.

If you complete and return more than one Ballot to be counted for the same Claim, the Ballot received closest to, but on or before, the deadline to return Ballots shall be the Ballot that is counted.

If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, partner of a partnership, or other person acting in a fiduciary or representative capacity, such person should indicate his or her capacity when signing.

Do not return any securities, instruments, or other documentation with the Ballot.

If the Plan is subsequently confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Summary of Plan Treatment of Class 3(b): General Unsecured Claims²

On or as soon as reasonably practicable after the Effective Date, Reorganized Debtor shall transfer to the Creditor Trust: (A) the Creditor Trust Funding Amount; and (B) the Creditor Trust Assets. Notwithstanding anything to the contrary in the Plan, in full and final satisfaction, settlement, release, and discharge of, and in exchange for release of all Allowed General Claims, each Holder of an Allowed General Unsecured Claim shall:

- (A) *if a Sale occurs*: receive its share of (1) the Net Sale Proceeds on or as soon as reasonably practicable after the Effective Date, and (2) the Creditor Trust Proceeds if and when they are liquidated in accordance with the Creditor Trust Agreement, in both cases of (1) and (2), as determined Pro Rata based on the Aggregate Amount of the Allowed AVT Claim and all Allowed General Unsecured Claims; or
- (B) *if a Sale does not occur*: receive its share of the Creditor Trust Proceeds if and when liquidated in accordance with the Creditor Trust Agreement, as determined Pro Rata based on the Aggregate Amount of the Allowed AVT Claim and all Allowed General Unsecured Claims.

Vote

The undersigned, the holder of the Class 3(b) General Unsecured Claim, in the amount of \$ _____, hereby:

[Check one box only]

☐ Accepts the Plan

☐ Rejects the Plan

Dated: _____

Print or type Name: _____

Signature: _____

Title (if corporation or partnership): _____

Address: _____

² To extent that there is any inconsistency between the summary of the Plan's treatment of the Class 3(b) Claims contained herein and the Plan itself, the terms of the Plan control.

RETURN THIS BALLOT BY:

- **UPLOADING IT ON THE “FILE A BALLOT” TAB ON THE STRETTO WEBSITE AT [HTTPS://CASES.STRETTO.COM/CASHCLOUD](https://cases.stretto.com/cashcloud);**
- **EMAIL TO CASHCLOUDBALLOT@STRETTO.COM; OR**
- **FIRST CLASS MAIL, OVERNIGHT DELIVERY OR HAND DELIVERY TO: CASH CLOUD, INC. (DBA COIN CLOUD) BALLOTING C/O STRETTO, 410 EXCHANGE, SUITE 100, IRVINE, CA 92602.**

Exhibit J

BRETT A. AXELROD, ESQ.
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NICHOLAS A. KOFFROTH, ESQ.
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nkoffroth@foxrothschild.com
zwilliams@foxrothschild.com
Counsel for Debtor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**DEBTOR'S MOTION FOR ORDER
EXTENDING DEADLINE TO ASSUME,
ASSUME AND ASSIGN, OR REJECT
UNEXPIRED NONRESIDENTIAL REAL
PROPERTY LEASES PURSUANT TO
11 U.S.C. § 365(d)(4)**

Hearing Date: OST Pending
Hearing Time: OST Pending

Cash Cloud, Inc. d/b/a Coin Cloud ("Cash Cloud," or "Debtor"), debtor and debtor in possession in the above-referenced chapter 11 bankruptcy case (the "Chapter 11 Case"), hereby submits this Motion (the "Motion") for entry of an order, pursuant to section 365(d)(4) of title 11 of the United States Code (the "Bankruptcy Code"), extending the statutory deadline (the "365(d)(4) Deadline") for Debtor to assume, assume and assign, or reject all of its unexpired non-residential real

1 property leases that have not been assumed or rejected to date (the “Leases”),¹ including those
 2 identified on **Exhibit A** hereto, for an additional thirty-seven day period through and including
 3 July 14, 2023.

4 This Motion is made and based on the *Declaration of Chris McAlary* (the “McAlary
 5 Declaration”) filed in support hereof, the following points and authorities, the papers and pleadings
 6 on file with the Court in the Chapter 11 Case, and any oral arguments the Court may entertain at the
 7 hearing on the Motion.

8 DATED this 8th day of May, 2023.

9 **FOX ROTHSCHILD LLP**

10 By: /s/Brett A. Axelrod
 11 BRETT A. AXELROD, ESQ.
 Nevada Bar No. 5859
 12 NICHOLAS A. KOFFROTH, ESQ.
 Nevada Bar No. 16264
 13 ZACHARY T. WILLIAMS, ESQ.
 Nevada Bar No. 16023
 14 1980 Festival Plaza Drive, Suite 700
 Las Vegas, Nevada 89135
 15 *Counsel for Debtor*

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 18
 19
 20
 21
 22
 23
 24
 25
 26 ¹ Nothing herein shall be construed as a concession or evidence that any of the Leases: (a) is actually
 27 a “lease,” “license” or “executory contract” within the meaning of Bankruptcy Code § 365 and other applicable
 28 law; or (b) has not expired, been terminated, or otherwise is not currently in full force and effect. Rather, the
 Debtor expressly reserves all of its rights with respect thereto, including its right to seek a later determination
 of these issues and its right to dispute the validity, status, characterization, or enforceability of any of the
 Leases.

MEMORANDUM POINTS AND AUTHORITIES

I.

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) & (O).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory basis for the relief requested herein is Bankruptcy Code §§ 365(d)(4).

4. Pursuant to Local Rule 9014.2, the Debtor consents to entry of final order(s) or judgment(s) by the bankruptcy judge if it is determined that the bankruptcy judge, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

II.

BACKGROUND

5. On February 7, 2023 (the “Petition Date”), Debtor filed its voluntary petition for relief under chapter 11 of the Bankruptcy Code.

6. Debtor is continuing in possession of its property and is operating and managing its business as debtor in possession, pursuant to Bankruptcy Code sections 1107 and 1108. See generally Chapter 11 Case Docket.

7. On February 17, 2023, the Office of the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) [ECF No. 131], as amended on February 28, 2023 [ECF No. 177].

8. No request has been made for the appointment of a trustee or examiner.

9. The factual background relating to the Debtor’s commencement of the Chapter 11 Case is set forth in detail in the *Omnibus Declaration of Christopher Andrew McAlary in Support of Emergency First Day Motions* [ECF No. 19] (the “Omnibus Declaration”) and is incorporated for all purposes herein by this reference.

A. Debtor's Business.

10. As set forth in greater detail in the Omnibus Declaration, Debtor's business involves providing a platform for customers to buy and sell digital currencies through Digital Currency Machines ("DCMs") distributed across the United States. DCMs are an advanced version of the kiosks commonly referred to as Bitcoin ATMs or BTMs, that enable a consumer to both buy and sell bitcoin (as well as 30+ other digital currencies) for cash. See McAlary Declaration, ¶ 4.

11. As of December 31, 2022, Debtor operated approximately 4800 DCMs throughout the United States and Brazil, installed in some of the largest convenience, grocery and liquor store chains and prestigious malls. See McAlary Declaration, ¶ 5.

12. Debtor has entered into agreements ("Host Agreements") with various retail locations, including convenience stores, malls, and enterprise grocery stores ("Hosts"), whereby Debtor installs a DCM at the Host's location. Debtor agrees to pay the Host either a fixed monthly rental payment and internet charges or a variable portion of the profit of the machine (as defined in the agreements) for the ability to utilize the Host's storefront location to facilitate the buying and selling of digital currencies. The Host Agreements typically have a 3 to a 7-year term, with automatic renewals, unless terminated by either party. The Host Agreements might constitute unexpired leases of nonresidential real property within the meaning of section 365(d)(4) of the Bankruptcy Code. See McAlary Declaration, ¶ 6.

B. Debtor's Rejection of Host Agreements.

13. Since the Petition Date, Debtor has worked diligently to determine which of the Host locations are not profitable and to reject the Host Agreements associated therewith. See McAlary Declaration, ¶ 7.

14. Among other things, Debtor has filed the following motions to reject certain Host Agreements, together with other executory contracts and unexpired leases ("Rejection Motions"):

- (a) *Debtor's Motion For Entry Of Order Approving Rejection Of Executory Contract With B. Riley Securities, Inc. Pursuant To 11 U.S.C. § 365(A)* [ECF No. 55], approved by Order entered March 16, 2023 [ECF No. 295];

- (b) *Debtor's Motion For Approval Of Rejection Of Unexpired Lease With TSSP LLC Pursuant To 11 U.S.C. § 365(a) And Abandonment Of Any Property That Remains At Premises* [ECF No. 103], approved by Order entered on February 27, 2023 [ECF No. 172];
- (c) *Debtor's First Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of Certain Personal Property Including Abandonment* [ECF No. 138];
- (d) *Debtor's Second Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of Certain Personal Property Including Abandonment* [ECF No. 141];
- (e) *Debtor's Third Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases* [ECF No. 311], approved by Order entered on April 28, 2023 [ECF No. 491];
- (f) *Fourth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of Certain Personal Property Including Surrender And Termination Of The Automatic Stay And/Or Abandonment* [ECF No. 355];
- (g) *Fifth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of Certain Personal Property Including Surrender And Termination Of The Automatic Stay And/Or Abandonment* [ECF No. 358];
- (h) *Sixth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of Certain Personal Property Including Surrender And Termination Of The Automatic Stay And/Or Abandonment* [ECF No. 361]; and
- (i) *Seventh Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of Certain Personal Property Including Surrender And Termination Of The Automatic Stay And/Or Abandonment* [ECF No. 364].

15. After entry of the Orders approving certain of the Rejection Motions (as set forth above), Debtor is still party to the Leases on Exhibit A, which are largely Host Agreements. See McAlary Declaration, ¶ 8.

C. Auction and Transaction Election

16. On April 27, 2023, this Court entered its *Order Establishing Bidding Procedures and Related Deadlines* [ECF No. 483] (the "Bid Procedures Order").

17. Pursuant to the Bid Procedures Order, Debtor has selected a Stalking Horse Bidder [ECF No. 473] and is conducting a marketing process, culminating in a potential auction on May 23, 2023. Debtor, in consultation with the Consultation Parties, will select the highest and best transaction by June 5, 2023, and will proceed towards confirmation of *Debtor's Chapter 11 Plan of Reorganization Dated May 8, 2023* [ECF No. 528] (the "Toggle Plan"), based on the Winning Bid, at the confirmation hearing set for June 28, 2023 (the "Confirmation Hearing"). Which Leases will be assumed and/or assigned to the Winning Bidder (or otherwise rejected) will not be determined until confirmation of the Toggle Plan, and the assumption and/or assignment will not take place until the Effective Date of such confirmed Toggle Plan (which will occur only when the order confirming the Toggle Plan (the "Confirmation Order") becomes a final order).

18. Accordingly, Debtor seeks to extend the deadline to assume or reject the Leases until July 14, 2023, which Debtor anticipates will be shortly after the Effective Date of the Toggle Plan.

III.

LEGAL ARGUMENT

A. Cause Exists to Extend the 365(d)(4) Deadline.

Section 365(d)(4) of the Bankruptcy Code provides that:

(A) Subject to subparagraph (B), an unexpired lease of nonresidential real property under which the debtor is the lessee shall be deemed rejected, and the trustee shall immediately surrender that nonresidential real property to the lessor, if the trustee does not assume or reject the unexpired lease by the earlier of -

- (i) the date that is 120 days after the date of the order for relief; or
- (ii) the date of the entry of an order confirming a plan.

(B) (i) The court may extend the period determined under subparagraph (A), prior to the expiration of the 120-day period, for 90 days on the motion of the trustee or lessor for cause.

(ii) If the court grants an extension under clause (i), the court may grant a subsequent extension only upon prior written consent of the lessor in each instance.

11 U.S.C. § 365(d)(4). Thus, the Court can, for cause, order a 90-day extension of the initial 120-day period during which a debtor in possession must assume or reject nonresidential real property leases (the “365(d)(4) Deadline”).

In this case, the 365(d)(4) Deadline falls on June 7, 2023. Debtor seeks to extend the 365(d)(4) Deadline by only 37 days to July 14, 2023 (without prejudice to its right to seek further extensions), which Debtor anticipates should be shortly after the Effective Date of a confirmed Plan.

Many courts have discussed what generally constitutes sufficient cause to extend the time period within which a debtor may assume, assume and assign, or reject an unexpired nonresidential lease. In *In re Wedtech Corp.*, 72 B.R. 464 (Bankr. S.D.N.Y. 1987), the Court cited the following factors, among others, to determine whether “cause” existed:

- (i) where the lease is an important asset of the estate, such that the decision to assume or reject it would be central to any plan;
- (ii) where the debtor has had insufficient time to intelligently appraise its financial situation and the potential value of the lease in terms of a potential plan; and
- (iii) the existence of any other facts indicating the lack of reasonable time to decide whether to assume or assign a lease.

Id. at 471-72. The Bankruptcy Appellate Panel for the Ninth Circuit endorsed the foregoing multifaceted approach to requests for an extension under section 365(d)(4) of the Bankruptcy Code. See *In re Victoria Station Inc.*, 88 B.R. 231, 236 n.7 (Bankr. 9th Cir. 1988) (“There are numerous important factors in support of and against an extension of time. . . . These factors include, whether the leases are the primary assets of the debtor, whether the lessor continues to receive rental payments, and whether the case is exceptionally complex and involves a large number of leases.”), *aff’d*, 875 F.2d 1380 (9th Cir. 1989).

Cause for an extension of the 365(d)(4) Deadline exists here because Debtor is proceeding apace to confirmation of the Toggle Plan based on a Winning Bid (which will only be selected by June 5, 2023), the terms of which will determine which Leases the Winning Bidder will require be assumed and/or assigned (or otherwise rejected). The Confirmation Hearing is scheduled for June 28, 2023; assuming the Confirmation Order is entered that same day, it will not become final, and the Effective Date will not occur, until July 13, 2023.

1 Based on the foregoing, Debtor submits that good cause exists for the requested extension
2 until July 14, 2023, and such extension is in the best interest of the Estate.

3 **IV.**

4 **NOTICE**

5 Debtor is providing notice of this Motion by electronic mail and via U.S. mail to the following:
6 (a) the Office of the United States Trustee; (b) Debtor's secured lenders; (c) counterparties to the
7 Leases; (d) counsel to the Committee; and (e) the parties that have requested notice in this case.

8 **V.**

9 **CONCLUSION**

10 WHEREFORE, for all of the foregoing reasons, Debtor respectfully requests that this Court
11 enter an Order, substantially in the form attached hereto as **Exhibit 1**: (a) granting the Motion;
12 (b) extending the 365(d)(4) Deadline for an additional period for an additional thirty-seven day period
13 through and including July 14, 2023; and (c) granting such other and further relief as this Court deems
14 appropriate.

15 Dated this 8th day of May, 2023.

16 **FOX ROTHSCHILD LLP**

17
18 By: /s/Brett Axelrod
19 BRETT A. AXELROD, ESQ.
20 Nevada Bar No. 5859
21 NICHOLAS A. KOFFROTH, ESQ.
22 Nevada Bar No. 16264
23 ZACHARY T. WILLIAMS, ESQ.
24 Nevada Bar No. 16023
25 1980 Festival Plaza Drive, Suite 700
26 Las Vegas, Nevada 89135
27 *Counsel for Debtor*
28

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(702) 597-5503 (fax)

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EXHIBIT 1
PROPOSED ORDER

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
ZACHARY T. WILLIAMS, ESQ.
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nkoffroth@foxrothschild.com
zwilliams@foxrothschild.com
Counsel for Debtor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**ORDER EXTENDING DEADLINE
TO ASSUME, ASSUME AND
ASSIGN, OR REJECT UNEXPIRED
NONRESIDENTIAL REAL
PROPERTY LEASES PURSUANT TO
11 U.S.C. § 365(d)(4)**

Hearing Date:
Hearing Time:

The Court, having reviewed and considered Debtor's *Motion for Order Extending Deadline to Assume, Assume and Assign, or Reject Nonresidential Real Property Leases Pursuant to 11 U.S.C. § 365(d)(4)* (the "Motion")¹ for an order seeking an extension of the time to assume, assume and assign, or reject all of the Debtor's non-residential real property leases, including those listed on **Exhibit A** hereto (the "Leases"),² as set forth in greater detail in the Motion; and upon consideration of the McAlary Declaration and arguments of counsel; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Motion is in the best interests of Debtor, its creditors and all other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby,

ORDERED that the Motion is **GRANTED** in its entirety; and

IT IS FURTHER ORDERED that Debtor's time to assume or reject the Leases is extended through and including July 14, 2023; and

IT IS FURTHER ORDERED that this Order is without prejudice to the rights of Debtor to seek further extensions of the period in which Debtor may assume or reject the Leases; and

IT IS FURTHER ORDERED that this Order is without prejudice to the rights of the counterparties to the Leases to seek a reduction or termination of the period in which Debtor may assume or reject a Lease; and

IT IS FURTHER ORDERED that this Order is without prejudice to the rights of Debtor to

¹ All capitalized, undefined terms shall have the meanings ascribed to them in the Motion.

² Nothing herein shall be construed as evidence that any of the Leases: (a) is actually a "lease," "license" or "executory contract" within the meaning of Bankruptcy Code § 365 and other applicable law; or (b) has not expired, been terminated, or otherwise is not currently in full force and effect.

1 dispute, among other things, the validity, status, characterization, or enforceability of any or all of the
2 Leases;

3 **IT IS FURTHER ORDERED** that this Court shall retain jurisdiction to hear and determine
4 all matters arising from the implementation or interpretation of this Order; and

5 **IT IS FURTHER ORDERED** that notice of the Motion as provided therein shall be deemed
6 good and sufficient notice of the Motion.

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8 Prepared and Respectfully Submitted by:

9 **FOX ROTHSCHILD LLP**

10 By: /s/Brett Axelrod
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15 Las Vegas, Nevada 89135
Counsel for Debtor

16
17 APPROVED/DISAPPROVED:

18 **OFFICE OF THE UNITED STATES TRUSTEE**

19 By: _____
20 Jared A. Day,
21 Trial Attorney for United States Trustee,
22 Tracy Hope Davis
23
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CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 9021

In accordance with Local Rule 9021, counsel submitting this document certifies as follows:

- ☐ The Court has waived the requirement of approval in LR 9021(b)(1).
- ☐ No party appeared at the hearing or filed an objection to the motion
- ☐ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and each has approved or disapproved the order, or failed to respond, as indicated below:

Jared A. Day, Trial Attorney, Office
of the United States Trustee

- ☐ I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion pursuant to LR 9014(g), and that no party has objected to the form or content of the order.

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Exhibit A to this Order may be (i) viewed and downloaded free of charge at Debtor's case website (<https://cases.stretto.com/CashCloud>), or (ii) obtained by written request to Stretto at Cash Cloud, Inc. c/o Stretto, 410 Exchange, Suite 100 Irvine, CA 92602, or by email at TeamCoinCloud@stretto.com; or (iii) by telephone at (720) 792-9194 (toll free) or (888) 940-5992 (international).